

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be

designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of June, 1994.



---

Deborah M. Reusch  
Sole Incorporator

## APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

### PART 1 - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee See Section II.C

Westlink Licensee Corporation

Mailing Street Address or P. O. Box, City, State and ZIP Code

1800 West Park Drive, Suite 250

Westborough, MA 01581

Internet Address

Call Sign or Other FCC Identifier

See Exhibit 1

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	See associated FCC Form 1	59	\$
2			\$

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application.

>>> \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Existing Shareholders of Arch Communications Group,  
1800 West Park Drive, Suite 250  
Westborough, MA 01581

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

New Shareholders of Arch Communications Group, Inc.  
1800 West Park Drive, Suite 250  
Westborough, MA 01581

5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: \_\_\_\_\_ Date filed: \_\_\_\_\_

**CERTIFICATION:** The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)

Signature

Title (Office Held by Person Signing)

Date

Westlink Licensee Corporation

Executive Vice President,  
Technology and Regulatory Affairs

AUG 26 1998

### PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock  
(Complete item 6(b)).

☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.) See Section II.C

(b) Shares

No. of Shares

Classification  
(common, preferred, etc.)

Shares to be transferred

Shares issued and outstanding

Shares authorized

7. Attach as Exhibit No. \_\_\_\_\_ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See Sections II.C and VII.A

**CERTIFICATION:** The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)

Signature

Title (Office Held by Person Signing)

Date

Existing Shareholders of Arch Communications Group, Inc.

Executive Vice President,  
Technology and Regulatory Affairs

AUG 26 1998

**PART III - To be completed by Transferee**

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. \* a statement of transferee's principal business. \*See Section VII.D

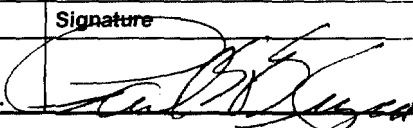
10. Attach as Exhibit No. \* a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. \*See Section VII.D

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>Delaware</u>			
(1) Attach as Exhibit No. * a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E			
(2) Attach as Exhibit No. * the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock. *See Section VII.D			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤	But see	X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤	Section II.B	X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X See Section VII.D	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes. ➤			X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities. ➤			X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.) ➤		*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded ➤		X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained. ➤			X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. and local approvals ➤			
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application? ➤		X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? ➤		X	
28. Attach as Exhibit No. _____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber. ➤		*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months? ➤			X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year? ➤			X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement? ➤		X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation? ➤		X	

**CERTIFICATION:** Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).**

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

**WESTLINK LICENSEE CORPORATION**

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WGX437	Point-to-Point Microwave Service	PTP	101
WGX438	Point-to-Point Microwave Service	PTP	101
WGX439	Point-to-Point Microwave Service	PTP	101
WHE542	Point-to-Point Microwave Service	PTP	101
WHE543	Point-to-Point Microwave Service	PTP	101
WHQ455	Point-to-Point Microwave Service	PTP	101
WHQ456	Point-to-Point Microwave Service	PTP	101
WLB854	Point-to-Point Microwave Service	PTP	101
WLB855	Point-to-Point Microwave Service	PTP	101
WLN790	Point-to-Point Microwave Service	PTP	101

*State of Delaware*  
*Office of the Secretary of State*

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WESTLINK LICENSEE CORPORATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 1994, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*William T. Quillen*

*William T. Quillen, Secretary of State*

2371051 8100

944002652

AUTHENTICATION

7003991

DATE

01-21-94

CERTIFICATE OF INCORPORATION  
OF  
WESTLINK LICENSEE CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Certificate of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Westlink Licensee Corporation

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware, 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.



#### ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

#### ARTICLE IV

Section 1. The Corporation shall be authorized to issue 1000 shares of capital stock, all of which shares shall be shares of Common Stock, \$.01 par value ("Common Stock").

Section 2. Except as otherwise provided by law the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

#### ARTICLE V

Unless and except to the extent that the By-Laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

#### ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized and empowered to make, alter and repeal the By-Laws of the Corporation by a majority vote at any regular or special meeting of

The Board or by written consent, subject to the power of the stockholders of the Corporation to alter or repeal any By-Laws made by the Board.

#### ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

#### ARTICLE VIII

Section 1. Elimination of Certain Liability of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State

of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

Section 2. Indemnification and Insurance.

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and

loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators: provided, however, that, except as provided in paragraph (k) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition: provided, however, that, if the General Corporation Law of the State of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under

this Section or otherwise. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of

conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

ARTICLE IX

The name and mailing address of the incorporator is  
David M. Silk, Esq., c/o Wachsell, Lipson, Rosen & Katz, 31  
West 52nd Street, New York, New York 10019.

IN WITNESS WHEREOF, I, the undersigned, being the  
incorporator hereinbefore named, do hereby further certify  
that the facts hereinabove stated are truly set forth and,  
accordingly, I have hereunto set my hand this 23th day of  
January, 1994.

David M. Silk

David M. Silk  
Incorporator

## APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

### PART 1 - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee See Section II.C

Arch Capitol District, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code

1800 West Park Drive, Suite 250

Westborough, MA 01581

Internet Address

Call Sign or Other FCC Identifier

See Exhibit 1

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	See associated FCC Form 159		\$
2			\$
Add all amounts in Column (3), lines 1 and 2.			
Remit this amount with your application.			>>> \$

FCC USE ONLY

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Existing Shareholders of Arch Communications Group,  
1800 West Park Drive, Suite 250  
Westborough, MA 01581

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

New Shareholders of Arch Communications Group, Inc.  
1800 West Park Drive, Suite 250  
Westborough, MA 01581

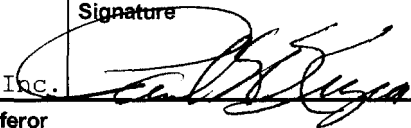
5. Permittee or Licensee represents: (check one)

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☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: \_\_\_\_\_ Date filed: \_\_\_\_\_

**CERTIFICATION:** The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

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Printed/Tyed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
Arch Capitol District, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

### PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock  
(Complete item 6(b)).

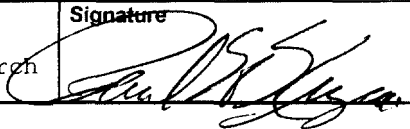
☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.) See Section II.C

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. \_\_\_\_\_ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See Sections II.C and VII.A

**CERTIFICATION:** The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

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Printed/Tyed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
Existing Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998



**PART III - To be completed by Transferee**

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

 9. Attach as Exhibit No.    a statement of transferee's principal business. \*See Section VII.D

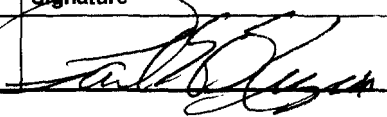
 10. Attach as Exhibit No.    a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. \*See Section VII.D

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. <u>  </u> one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>Delaware</u>			
(1) Attach as Exhibit No. <u>  </u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E			
(2) Attach as Exhibit No. <u>  </u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section VII.D			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. <u>  </u> the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. <u>  </u> a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. <u>  </u> a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. <u>  </u> a statement relating all the pertinent circumstances.	➤	But see	X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. <u>  </u> a statement relating the facts.	➤	Section II.B	X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. <u>  </u> a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. <u>  </u> a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X See Section VII.D	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. <small>*Applicant will obtain all necessary state and local approvals</small>	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
28. Attach as Exhibit No. _____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.	➤	*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

**CERTIFICATION:** Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).**

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998

**ARCH CAPITOL DISTRICT, INC.**

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WHQ965	Point-to-Point Microwave Service	PTP	101
WHQ966	Point-to-Point Microwave Service	PTP	101
WHQ967	Point-to-Point Microwave Service	PTP	101
WLC626	Point-to-Point Microwave Service	PTP	101
WLC627	Point-to-Point Microwave Service	PTP	101
WLC628	Point-to-Point Microwave Service	PTP	101
WLC629	Point-to-Point Microwave Service	PTP	101
WLC630	Point-to-Point Microwave Service	PTP	101
WLS910	Point-to-Point Microwave Service	PTP	101
WLS911	Point-to-Point Microwave Service	PTP	101
WLS912	Point-to-Point Microwave Service	PTP	101
WLS913	Point-to-Point Microwave Service	PTP	101
WLS914	Point-to-Point Microwave Service	PTP	101
WLS915	Point-to-Point Microwave Service	PTP	101
WLT200	Point-to-Point Microwave Service	PTP	101
WLT202	Point-to-Point Microwave Service	PTP	101
WLT203	Point-to-Point Microwave Service	PTP	101
WLT204	Point-to-Point Microwave Service	PTP	101
WLT210	Point-to-Point Microwave Service	PTP	101
WLT211	Point-to-Point Microwave Service	PTP	101

CERTIFICATE OF INCORPORATION

OF

ARCH CAPITOL DISTRICT, INC.

Under Section 402 of the Business Corporation Law

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law, certifies that:

FIRST: The name of the corporation is Arch Capitol District, Inc.

SECOND: The corporation is formed for the following purpose or purposes:

To carry on a communications services business, including paging, mobile telephone and answering services, and such other communications services as may be desirable.

To engage in any other lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation is to be located in the City of Schenectady, County of Schenectady, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand, all of which are of a par value of ten dollars each, and all of which are of the same class.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address without the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 9th Floor, 77 Franklin Street, Boston, MA 02110.

The name and the address within the State of New York of the registered agent of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
The Prentice-Hall Corporation System, Inc.	136 Madison Avenue New York, NY 10016


Said registered agent is to be the agent of the corporation upon whom or upon which process against the corporation may be served.

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: Any one or more members of the Board of Directors of the corporation or of any committee thereof may participate in a meeting of said Board or of any such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

EIGHTH: Except as may otherwise be specifically provided in this certificate of incorporation, no provision of this certificate of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers, and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to any person or persons in the capacities defined and prescribed by the Business Corporation Law and the defined and prescribed rights of said person or persons to indemnification as the same are conferred by the Business Corporation Law.

Subscribed and affirmed by me as true under the penalties of perjury on March 17, 1986.

  
Garry B. Watzke, Incorporator  
77 Franklin Street  
Boston, MA 02110

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL**

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

**PART 1 - To be completed by Permittee or Licensee**

1(a) Name of Corporate Permittee or Licensee See Section II.C  
Westlink of New Mexico Licensee Corporation

Mailing Street Address or P. O. Box, City, State and ZIP Code

1800 West Park Drive, Suite 250

Westborough, MA 01581

Internet Address

Call Sign or Other FCC Identifier

See Exhibit 1

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	See associated FCC Form 159		\$
2			\$

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application. >>> \$

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Existing Shareholders of Arch Communications Group,  
1800 West Park Drive, Suite 250  
Westborough, MA 01581

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

New Shareholders of Arch Communications Group, Inc.  
1800 West Park Drive, Suite 250  
Westborough, MA 01581


5. Permittee or Licensee represents: (check one)

☒ That there is attached to this application as Exhibit No. 2 a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: \_\_\_\_\_ Date filed: \_\_\_\_\_

**CERTIFICATION:** The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1) Westlink of New Mexico Licensee Corporation	Signature 	Title (Office Held by Person Signing) Executive Vice President, Technology and Regulatory Affairs	Date AUG 26 1998
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**PART II - To be completed by Transferor**

6(a) Transfer of Control will be accomplished by: (check one)

☐ Sale or other transfer or assignment of stock  
(Complete item 6(b)).

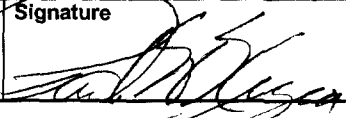
☒ Other (e.g., voting trust agreement, management contract, Court Order, etc.) See Section II.C

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. \_\_\_\_\_ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See Sections II.C and VII.A

**CERTIFICATION:** The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

**Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).**

Printed/Typed Name of Transferor Licensee (Must agree with Item 3) Existing Shareholders of Arch Communications Group, Inc.	Signature 	Title (Office Held by Person Signing) Executive Vice President, Technology and Regulatory Affairs	Date AUG 26 1998
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**PART III - To be completed by Transferee**

8. Transferee is: (check one)

☐ INDIVIDUAL

☐ PARTNERSHIP

☒ CORPORATION

☐ UNINCORPORATED ASSOCIATION

 9. Attach as Exhibit No.    a statement of transferee's principal business. \*See Section VII.D

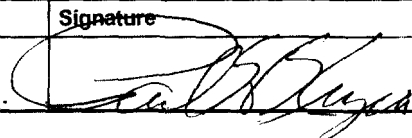
 10. Attach as Exhibit No.    a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. \*See Section VII.D

Place an "X" in the appropriate column.		YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	➤	N/A	
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. <u>  </u> one copy, properly certified of the partnership agreement, or if oral, complete details thereof.		N/A	
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? <u>Delaware</u>			
(1) Attach as Exhibit No. <u>  </u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E			
(2) Attach as Exhibit No. <u>  </u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section VII.D			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. <u>  </u> the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. <u>  </u> a statement relating the facts.	➤		X
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. <u>  </u> a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤	N/A	
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. <u>  </u> a statement relating all the pertinent circumstances.	➤	But see	X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. <u>  </u> a statement relating the facts.	➤	Section II.B	X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. <u>  </u> a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. <u>  </u> a statement relating the facts.	➤		X
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤	X See Section VII.D	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	➤		X

Place an "X" in the appropriate column.		YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤	*See Section II.C	
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. *Transferee stock will continue to be publicly traded	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. *Applicant will obtain all necessary state and local approvals	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	➤	X	
28. Attach as Exhibit No. _____ a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.		*See Section IV	
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

**CERTIFICATION:** Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

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Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
New Shareholders of Arch Communications Group, Inc.		Executive Vice President, Technology and Regulatory Affairs	AUG 26 1998



**WESTLINK OF NEW MEXICO LICENSEE CORPOPORATION**

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WHE427	Point-to-Point Microwave Service	PTP	101
WHE437	Point-to-Point Microwave Service	PTP	101
WHE438	Point-to-Point Microwave Service	PTP	101
WHE440	Point-to-Point Microwave Service	PTP	101
WHE441	Point-to-Point Microwave Service	PTP	101
WHE442	Point-to-Point Microwave Service	PTP	101